

**WATKINS CENTRE
COMMUNITY DEVELOPMENT AUTHORITY (VIRGINIA)
\$20,000,000 Revenue Bonds, Series 2007**

MAJOR LANDOWNER'S CONTINUING DISCLOSURE STATEMENT

BEP LIMITED PARTNERSHIP

Attn: Kee Jan Rice
MuniCap, Inc.
6760 Alexander Bell Drive, Suite 220
Columbia MD 21046

In accordance with the "Continuing Disclosure Agreement" (the "Disclosure Agreement"), dated as of September 1, 2007, executed and delivered by (i) the WATKINS CENTRE COMMUNITY DEVELOPMENT AUTHORITY (the "Authority"), (ii) ZAREMBA METROPOLITAN MIDLOTHIAN LLC ("ZMM"), (iii) WESTCHESTER OFFICE PARTNERS, LLC ("Westchester"), (iv) WATKINS LAND, LLC ("Watkins Land"), (v) BEP LIMITED PARTNERSHIP ("BEP"), collectively (the "Major Landowner(s)") and (vi) MUNICAP, INC. (the "Administrator"), the major landowner(s) hereby provides the following information as of March 31, 2008. All terms having initial capitalization and not defined herein shall have the same meanings set forth in a Limited Offering Memorandum dated October 25, 2007.

The information provided herein is not intended to supplement the information provided in the Limited Offering Memorandum. This report responds to the specific requirements of the continuing disclosure agreement. No representation is made as to the materiality or completeness of the information provided herein or as to whether other relevant information exists with respect to the period covered by this report. Other matters or events may have occurred or become known during or since that period that may be material. All information is provided as of March 31, 2008, unless otherwise stated, and no representation is made that the information contained herein is indicative of information that may pertain since the end of the period covered by this report or in the future.

To the best of the knowledge of the undersigned:

1) Status of Financing

A) Loans Secured by Property within the District:

BB&T Bank -- Development Loan

- Loan Amount: \$5,700,000
- Amount drawn through 03/31/08: \$4,311,559.13
- Amount repaid through 03/31/08: \$0.00
- Balance at 03/31/08: \$4,311,559.13
- Interest rate: LIBOR + 235 basis points

- B) **Event of Default on any Loan:** BEP Limited Partnership has not received formal written notice and is not aware of any default or passage of time on any loan.
- C) **Liens:** There exist no other liens for borrowed money secured by the property owned by BEP Limited Partnership.
- D) **Availability of Funds to Complete its Development:** There are sufficient funds available to complete the development of the district as contemplated.

2) **Government Permits and Approvals:**

Permit/Approval	Approval Status	Projected Date of Approval	Permitting Agency
Wetlands Delineation	Approved	February 20, 03	United States Army Corps of Engineers
Watkins Centre Outfall Sewer Land Disturbance Permits	Approved	September 14, 2006	Chesterfield County
Track B -Land Disturbance Permit	Approved	September 10, 2007	Chesterfield County Chesterfield County
VDOT Land Use Permit for Tract B	Approved	June 15, 2007	Department of Transportation. Chesterfield Count
Water System	Approved	September 5, 2007	Department of Utilities
Wetland Permits: Associated with the Construction of Watkins Center Parkway from US 60 to VA 288	Approved	July 24, 2007	United States Army Corps of Engineers
Tract B	Approved	July 24, 2007	United States Army Corps of Engineers
Virginia Pollution Discharge Elimination System - Tract B	Approved	May 25,2007	Virginia Department of Conservation and Recreation

3) **Status of Property Sales and Leasing**

A) **Parcel/Lot Sales and Closings with Buyers:**

Buyer	Area in Acreage	Proposed Use	Date Parcel/lot Sold	Date Parcel/Lot Closed	Sales Price
None	None	None	None	None	None
Total					

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TO: The Rebkee Company

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REBKEE COMPANY

B) Amendments or Supplements to Existing Contracts for Sale of Property: There have been no amendments or supplements to the existing contracts for sale of property

C) Status of Leasing:

Tenant	Proposed Use	Square Feet Leased	Occupancy Status
CVS	Pharmacy	12,900	Under Const.
Total		12,900	

4) **Legislative, Administrative or Judicial Challenges:** There have been no legislative, administrative, or judicial challenges to the development of the property owned by BEP Limited Partnership (or any affiliate) within the district.

5) **Other Comments:**

None at this time

6) **Reporting of Significant Events:** BEP Limited Partnership has not obtained actual knowledge of the occurrence of any significant events described in Exhibit A, attached hereto.

BEP LIMITED PARTNERSHIP

By: BEP Limited Partnership

By: Robert A. Pearson

Title: GENERAL PARTNER

Date: MAY 21, 2008

Exhibit A

Significant Events

- (i) failure to pay any real property taxes or special assessments levied within the district on a parcel owned by such major landowner (or any affiliate);
- (ii) material damage to or destruction of any development or improvements owned by such major landowner (or any affiliate) within the district;
- (iii) material default by such major landowner (or any affiliate) on any loan with respect to the development or permanent financing of district development undertaken by such major landowner;
- (iv) material default by such major landowner (or any affiliate) on any loan secured by property owned by such major landowner (or any affiliate) within the district;
- (v) payment default by such major landowner (or any affiliate) on any loan (whether or not such loan is secured by the property within the district);
- (vi) the filing of such major landowner (or any owner of more than 25% interest in the major landowner) in bankruptcy or any determination that such major landowner (or any owner of more than 25% in the major landowner) is unable to pay its debts as they become due;
- (vii) the filing of any lawsuit with the claim for damage in excess of \$1,000,000 against such major landowner (or any affiliate) which may adversely affect the completion of the district development or litigation which would materially adversely affect the financial conditions of such major landowner (or any affiliate);
- (viii) any change in the legal structure of such major landowner; and
- (ix) any change of more than 10% in the ownership of such major landowner.